

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF CARA SCHILLINGER,
ON BEHALF OF LESLIE HINDMAN AUCTIONEERS INC.**

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

Cara Schillinger, being duly sworn, upon his oath, deposes and says:

1. I am a DIRECTOR OF CONSIGNMENTS of Leslie Hindman Auctioneers Inc., located at 1338 West Lake Street, Chicago, Illinois. (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide auction and shipping services to the Debtors, and the Firm has consented to provide such services.
3. I submit this Affidavit in accordance with the procedures set forth in the order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394] in connection with the Firm's engagement with the Debtors, pursuant to sections 105(a), 327(a), 328, 330 and 504 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

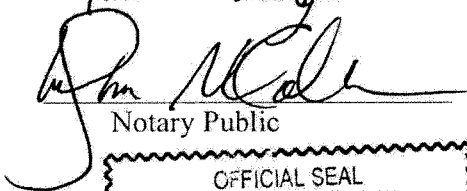
6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

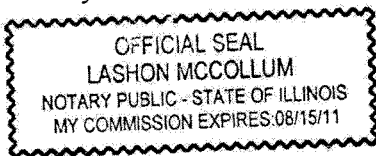
7. The Debtors owe the Firm \$0 for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: 

Subscribed and sworn to before me
this 1st day of Aug, 2009


Notary Public



¹ If necessary.

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as
appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Leslie Hindman Auctioneers Inc.

1338 West Lake Street

Chicago, Illinois 60606

2. Date of retention: 08/20/2009

3. Type of services provided (accounting, legal, etc.):

Auction and shipping

4. Brief description of services to be provided:

We will pick up LBHI property to be sold at auction at the Chicago
location and bring it to our gallery for cataloguing and sale at public
auction.

5. Arrangements for compensation (hourly, contingent, etc.)

Standard commission for items sold at auction on a per lot basis:

\$5,001 and above – 10%; \$2,001 to 5,000 – 15%; \$2,000 and below –
25%; plus 1.5% of the hammer for insurance, \$80 per catalogue photo and
\$10 per lot for online illustrations. \$150/hour for shipping (max \$600)

- (a) Average hourly rate (if applicable):

\$150 for shipping services only

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

Not applicable

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$0

Date claim arose: _____

Source of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: NA _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: NA _____

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None to the best of my knowledge. _____

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

NA _____

11. Name of individual completing this form:
Cara Schillinger
